

Hearing Date and Time: TBD
Response Date and Time: None

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
DELPHI CORPORATION, <u>et al.</u>	:	Case No. 05-44481 (RDD)
Debtors.	:	(Jointly Administered)
	:	

**OBJECTION OF FLAMBEAU INC. TO DEBTORS' NOTICE OF CURE
AMOUNT WITH RESPECT TO EXECUTORY CONTRACT TO BE ASSUMED
OR ASSUMED AND ASSIGNED UNDER PLAN OF REORGANIZATION**

Flambeau Inc., by its undersigned counsel, hereby objects to the Debtors' Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization, dated December 10, 2007 (the "Cure Amount Notice"), as it pertains to the executory contracts between Flambeau and DAS, LLC a/k/a Delphi Automotive Systems, LLC ("DAS, LLC") and states as follows:

1. Flambeau Inc. ("Flambeau") is an unsecured creditor of the Debtor, DAS, LLC. On July 28, 2006, Flambeau filed a Proof of Claim (#12212, the "Claim") against the Debtor Delphi Corporation (Case No. 05-44481) as a "secured" claim, in the amount of

\$800,348.45 for automotive parts supplied to, and modifications of tooling made for, the Debtors.

2. Flambeau has entered into an agreement with the Debtors that its Claim shall be allowed in the amount of \$584,258.31 against the Debtor DAS, LLC.

3. Almost all of the amounts due Flambeau with respect to its Claim are based upon executory contracts between Flambeau and DAS, LLC which are being assumed or assumed and assigned by Debtors. The executory contracts relate to motor vehicle parts to be manufactured by Flambeau for DAS, LLC on an ongoing basis and through periods ending on various dates in 2008 and 2009.

4. On December 10, 2007, the Debtors issued the Cure Amount Notice which listed, on Schedule 1, contracts to be assumed or assumed and assigned and specifying cure amounts totaling \$213,474.63 (the "Disputed Cure Amount"). Schedule 1 lists executory contracts by Delphi's purchase order numbers. A copy of Schedule 1 is attached as Exhibit 1.

5. On January 10, 2008, in accordance with procedures described in the Cure Amount Notice, Flambeau returned and filed the Cure Amount Notice form with Kurtzman Carson Consultants, LLC, indicating that it disagreed with the Disputed Cure Amount listed on Schedule 1. (A copy of the returned form is attached as Exhibit 2.)

6. Flambeau objects to the Disputed Cure Amount on the basis that the cure amounts reflected on Schedule 1 are understated with respect to the executory contracts listed, and Schedule 1 also omits other executory contracts between the parties which are being assumed or assumed and assigned by the Debtors and as to which, there is a cure amount owing.

7. Attached as Exhibit 3, is a Flambeau Statement of Account for DAS, LLC (the "Statement") which reflects executory contracts (by Debtors' purchase order numbers and including those on Schedule 1) and the correct cure amounts that Flambeau contends are owing, together with a comparison to Flambeau's agreed Claim amount. Copies of the Delphi purchase orders which evidence the executory contracts and which are reflected on the Statement are attached as Exhibit 4.

8. According to the Statement, the correct cure amounts total \$581,563.21 (the "Correct Cure Amount"). Flambeau contends that the Correct Cure Amount of \$581,563.21 should be paid in cash with the difference between the Correct Cure Amount and Flambeau's allowed Claim, namely \$2,695.10, to be paid in stock under the terms of the confirmed plan.

9. Any reply by the Debtors or future notices concerning this Objection should be sent to the attention of the undersigned counsel at the addresses below.

WHEREFORE, Flambeau Inc. requests that the Court order that Flambeau Inc. be paid \$581,563.21 as the cure amount in this case with the balance of its Claim, \$2,695.10, paid in stock according to Debtors' confirmed plan.

Dated this 25th day of January, 2008.

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: (Jointly Administered)
Debtors. :
:-----

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on January 25th, 2008, copies of the
Objection of Flambeau Inc. to Debtors' Notice of Cure Amount With Respect to
Executory Contract to be Assumed or Assumed and Assigned Under Plan of
Reorganization were caused to be served via first class mail, postage prepaid, upon the
individuals on the attached service list.

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